

NOTICE CALLING THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF PHARMANUTRA S.P.A.

The Shareholders of Pharmanutra S.p.A. (“PHN” or the “Company”) are hereby convened to the Ordinary Shareholders' Meeting to be held on 16 April 2024, At the Notary's office Jacopo Sodi in Florence, via dei Della Robbia n. 38, in a single summons, at 11 a.m.

The Company announces that - pursuant to article 106 of Law Decree no. 18/2020, converted, with amendments, by Law no. 27/2020 as subsequently extended and amended (the “Decree”) - the participation of the Shareholders in the Ordinary Shareholders' Meeting that is the subject of this notice will take place exclusively through the designated representative provided for by article 135-*undecies* of Legislative Decree no. 58/1998, as amended (“Consolidated Law on Finance”), without physical participation on their part.

The Shareholders' Meeting will be called upon to resolve on the following

AGENDA

1. *Financial statements of Pharmanutra S.p.A. as of 31 December 2023 and allocation of profit for the year:*
 - 1.1. *Approval of the Financial Statements as of 31 December 2023, subject to review of the Independent Auditors' Report and the Board of Statutory Auditors Report. Presentation of the Consolidated Financial Statements as of 31 December 2023 of the Pharmanutra Group. Related and consequent resolutions.*
 - 1.2. *Allocation of profit for the year. Related and consequent resolutions.*
2. *Report on remuneration policy and remuneration paid:*
 - 2.1. *Approval of the remuneration policy pursuant to article 123-ter, paragraph 3-ter, of Italian Legislative Decree no. 58/1998;*
 - 2.2. *Resolutions on the “second section” of the report, pursuant to article 123-ter, paragraph 6, of Italian Legislative Decree no. 58/1998.*
3. *Proposal to increase the total fixed annual remuneration of the Board of Directors by the Ordinary Shareholders' Meeting of 26 April 2023. Related and consequent resolutions.*
4. *Integration of the remuneration assigned to the Board of Statutory Auditors by the Shareholders' Meeting on April 27, 2022. Related and consequent resolutions.*
5. *Proposal to authorise the purchase and disposal of ordinary treasury shares pursuant to articles 2357 and 2357-ter of the Italian Civil Code, as well as article 132 of Italian Legislative Decree no. 58/1998 and relative implementation instructions, subject to revocation of the authorisation conferred by the*

ordinary Shareholders' Meeting of 26 April 2023 for the part not carried out. Related and consequent resolutions.

SHARE CAPITAL INFORMATION

The Company's share capital amounts to Euro 1,123,097.70 divided into 9,680,977 ordinary shares, with no indication of the nominal value. Each share entitles the holder to one vote at the Shareholders' Meeting, except for treasury shares, for which voting rights are suspended pursuant to law. At the date of this notice of call, PHN holds no. 65.985 own shares, which are 0,68 % of the relative share capital. At the same date, the PHN subsidiaries do not hold PHN shares. On the Company's website www.pharmanutra.it (Investors section) further information on the share capital and its composition over time can be found.

RIGHT TO ATTEND AND VOTE AND PARTICIPATE IN SHAREHOLDERS' MEETING:

Right to attend and vote

Every share gives right to one vote in ordinary and extraordinary Shareholders' Meeting.

Pursuant to the combined provisions of art. 10 of the Articles of Association and art. 83-*sexies* of the Consolidated Law on Finance, the entitlement to attend the Shareholders' Meeting and exercise the right to vote is certified by a communication to the Company, made by the intermediary qualified to hold accounts pursuant to the law, in accordance with its accounting records, in favour of the person who has the right to vote, on the basis of the evidence relating to the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting, that is by **5 April 2024** (record date); credit and debit entries made to the accounts after that date are not relevant for the purposes of entitlement to exercise voting rights at the Shareholders' Meeting. The intermediary's notification must be received by the Company by the end of the third trading day prior to the day scheduled for the Shareholders' Meeting (that is, by **11 April 2024**). The right to attend and vote shall remain valid should the notifications be received by the Company after this date, as long as they are received by the start of the Meeting.

The Directors and Statutory Auditors, as well as other persons entitled by law, other than those who have the right to vote (who must grant proxy to the designated representative as specified below), may participate in the Shareholders' Meeting by means of telecommunications that guarantee their identification.

Attendance at the Shareholders' Meeting and granting of proxy to the Designated Representative

Pursuant to art. 106, paragraph 4, of the Decree, participation in the Meeting by those who have voting rights is permitted exclusively through the designated representative.

Consequently, the Company has appointed Monte Titoli S.p.A. – with registered office in 20123 - Milano, Piazza Affari n.6 – as the shareholders' representative designated by the Company pursuant to art. 135-*undecies* of the Consolidated Law on Finance and the Decree (hereinafter referred to as the “**Designated Representative**”). Shareholders who wish to attend the Shareholders' Meeting must therefore grant the Designated Representative a proxy – with voting instructions – for all or

some of the proposed resolutions on the items on the agenda, using the specific proxy form prepared by the Designated Representative in agreement with the Company, which is available on the Company's website (www.pharmanutra.it, section "Governance – Shareholders' Meetings").

The proxy form with voting instructions must be received by the Designated Representative - along with a copy of a valid identification document of the delegating shareholder, or if such delegating shareholder is a legal person, the documents of the *pro tempore* legal representative or another individual vested with the relevant powers, along with documentation suitable for the purpose of proving such capacity and powers - by the end of the second trading day prior to the date of the Shareholders' Meeting, that is, by 11:59 p.m. of **12 April 2024**, with the following alternative methods: (i) transmission of an electronically reproduced copy (PDF) to the certified email address RD@pec.euronext.com (subject "Proxy for the PHARMANUTRA Shareholders' Meeting April 2024") from one's own email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature; (ii) transmission in original form, by courier or registered mail with return receipt, to the address Monte Titoli S.p.A., Piazza deli affari 6, 20123 Milano (Ref. "Proxy for the PHARMANUTRA Shareholders' Meeting April 2024") sending an electronically reproduced copy (PDF) in advance by email to RD@pec.euronext.com (subject "Proxy for the PHARMANUTRA Shareholders' Meeting April 2024").

The proxy and the voting instructions may be revoked at any time within the limits mentioned above. The proxy granted in this way is effective only for those proposals in relation to which voting instructions have been given.

It should also be noted that, in accordance with the Decree, the Designated Representative may also be granted proxies or sub-proxies pursuant to art. 135-*novies*, by way of derogation from Article 135-*undecies*, paragraph 4 of the Consolidated Law on Finance, exclusively by means of the relevant form, available on the Company's website. The proxies and sub-proxies must be sent following the procedures as above and on the form itself, by 6:00 p.m. on **12 April 2024**, on the condition that the Designated Representative may accept proxies and sub-proxies and/or voting instructions also after the above limit, as long as it is before the Meeting. The proxy or sub-proxy with relative voting instructions may be revoked by the same limit as above, with the same methods used for their conferment.

For any clarifications regarding the delegation process (particularly concerning the completion of the proxy form and voting instructions and their transmission), parties authorized to intervene at the Shareholders' Meeting can contact Monte Titoli S.p.A. via email at RegisterServices@euronext.com or by phone at (+39) 02.33635810 during business days, from 9:00 am to 5:00 pm.

Please note that there are no procedures for voting by correspondence or by electronic means.

THE RIGHT TO REQUEST INTEGRATION OF THE AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS

Pursuant to Article 126-*bis* of the Consolidated Law on Finance, Shareholders representing, even jointly, at least one-fortieth of the share capital have the right to request, within ten days following the publication of this notice calling (that is, by **25 March 2024**), the integration of the list of

additional items to be discussed, specifying in the request, the additional subjects proposed or presenting new resolution proposals on items already on the agenda. The entitlement to exercise this right is certified by a notice to the Company by the intermediary qualified pursuant to art. 43, paragraph 1 of the sole Provision on *post-trading* of Consob and Bank of Italy of 13 August 2018 (*"Rules governing central counterparties, central securities depositories and central depository services"*) (the **"Post-Trading Provision"**) confirming the ownership of the shares by the requesting shareholders with validity on the date of the request itself. The request must be presented in writing with registered mail to the registered office, in Pisa, Via Campodavella, no. 1, or by email to the certified email address pharmanutra@pec.it, on the condition that the Company receives it by the limit above; by said limit and with the same methods, any proposing Shareholder must present a report including the reasons for the resolution proposals on the new matters they are requesting be added to the agenda or the reason related to the additional resolution proposals presented on items already on the agenda. For any integrations to the agenda or the presentation of additional resolution proposals on matters already on the agenda, notification is provided at least fifteen days before the date of the Shareholders' Meeting (that is, by **1 April 2024**) with the same methods required for the publication of the notice of call. At the same time as the publication of the integration request notice or the presentation of further proposals, with the same methods required for the documentation relative to the Shareholders' Meeting, the report prepared by the requesting Shareholders, accompanied by any assessments by the Board will be made available to the public.

Please note that the integration of the agenda is not permitted for matters discussed at the Shareholders' Meeting, required by law, on the proposal of the Board or on the basis of a project or report arranged by it, different from that pursuant to art. 125-ter, paragraph 1, of the Consolidated Law on Finance.

RIGHT TO ASK QUESTIONS ON MATTERS ON THE AGENDA

Pursuant to art. 127-ter of the Consolidated Law on Finance, those with voting rights can ask questions on matters on the agenda also before the Shareholders' Meeting, and nonetheless within seven trading days prior to the date of the Shareholders' Meeting, that is by **05 April 2024**), by sending them by registered mail to the registered office, in Pisa, Via Campodavella, no. 1, or with email to the certified email address pharmanutra@pec.it. The questions must be accompanied by the shareholder's personal data (surname and first name or name in case of an entity or company, place and date of birth and tax code) and by the relevant communication to the Company by the intermediary, pursuant to article 43 of the Post Trading Provision; the ownership of the voting right may also be certified after the submission of the questions provided that it is within the third day following the date indicated in article 83-sexies, paragraph 2, of the Consolidated Law on Finance (record date), i.e. by 8 April 2024; however, such communication is not necessary if the Company receives the communication from the intermediary required for participation in the Shareholders' Meeting. To the questions received by 5 April 2024 - the deadline provided for by article 127-ter, paragraph 1-bis of the Consolidated Law on Finance - the Company, having verified their relevance to the items on the agenda of the Shareholders' Meeting and the legitimacy of the requesting subject, will provide an answer, as an exception to the minimum deadline provided for pursuant to article

127-ter, paragraph 1-bis, Consolidated Law on Finance, at least three trading days prior to the Shareholders' Meeting, and therefore by 11 April 2024, by publishing the answers on the appropriate section of its website (www.pharmanutra.it, Section "Governance – Shareholders' Meetings"), in order to enable those entitled to vote to express themselves in an informed manner on the items on the agenda. The Company can provide a single answer to questions with the same content.

OPTION TO INDIVIDUALLY PRESENT RESOLUTION PROPOSALS BEFORE THE SHAREHOLDERS' MEETING

In addition to the foregoing, taking into account that participation in the Shareholders' Meeting is envisaged exclusively through the Designated Representative, those entitled to participate in the Shareholders' Meeting who intend to formulate resolution proposals on the items on the agenda are invited to submit them in advance, by **1 April 2024**, in the same manner as indicated in the preceding paragraph. The proposals will be published without delay on the Company's website by 03 April 2024, in order to enable those entitled to vote to express themselves in an informed manner, also taking into account such new proposals, and to enable the Designated Representative to receive voting instructions, if necessary, on such proposals. The requesting Shareholder must provide suitable documentation to prove legitimate right to intervene in the Meeting and the proxy for the Designated Representative for participation in said Meeting.

DOCUMENTATION

The documentation relative to the Shareholders' Meeting shall be made available to the public, as provided by law, on the Company's website (www.pharmanutra.it, Section Governance / Shareholders' Meetings), as well as on the authorised storage system "eMarket STORAGE" on the website www.emarketstorage.com, within the following limits:

- at the same time this notice is published, the explanatory report on items 1, 2 and 3 of the agenda;
- by 25 March 2024, the documentation pursuant to art. 154-ter of the Consolidated Law on Finance, and the Corporate Governance and Shareholder Structure Report prepared pursuant to art. 123-bis of the Consolidated Law on Finance;
- at least 21 days before the Shareholders' Meeting in single call, that is, by 26 March 2024, the Remuneration Report pursuant to art. 123-ter of the Consolidated Law on Finance, as well as the explanatory report on item no. 4 of the agenda;
- at least 15 days prior to the date of the Shareholders' Meeting in single call, i.e. by 1 April 2024, the documents referred to in article 77, paragraph 2-bis of the Issuers' Regulation shall be made available to the public, solely at the PHN's registered office.

This notice of call is published, pursuant to article 125-bis of the Consolidated Law on Finance and article 84 of the Issuers' Regulation, on the Company's website (www.pharmanutra.it, section "Governance / Shareholders' Meetings"), on the authorised storage system "eMarket STORAGE" available at www.emarketstorage.com, as well as by excerpt in the newspaper "Sole24ore" of 16 March 2024.

Pisa, 15 March 2024

for the Board of Directors

The Chairman

(Andrea Lacorte)